

**THE  
GREENBRIER  
COMPANIES**

The Greenbrier Companies, Inc.

One Centerpointe Drive Suite 200  
Lake Oswego Oregon 97035  
503 684 7000 Fax 503 684 7553

RECORDATION NO.

23372-Z  
FILED

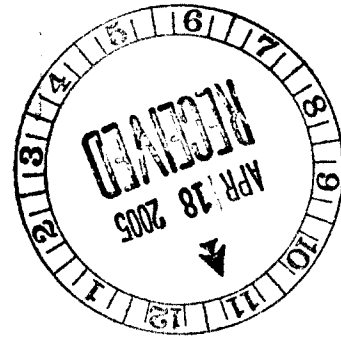
April 14, 2005

APR 18 '05

3-08 PM

SURFACE TRANSPORTATION BOARD

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, D.C. 20006



Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 are three (3) originals and two (2) photocopies of Amendment dated November 1, 2002 to Memorandum of Lease Agreement for Rider No. 5 dated as of March 2, 2001, a secondary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

This document relates to the Lease Agreement dated as of May 1, 2000, which was duly filed and recorded on February 5, 2001 and assigned Recordation Number 23372.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation as successor to  
Greenbrier Leasing Corporation  
One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Florida East Coast Railway, LLC  
One Malaga Street  
St. Augustine, FL 32805-1048

A description of the railroad equipment covered by the enclosed document is:

Two hundred fifty-five (255) single-unit, double-stack railcars bearing marks and numbers as follows:

FEC 71185 through FEC 71439, inclusive

Mr. Vernon A. Williams  
April 14, 2005  
Page 2

Also enclosed is a payment of \$32 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

A short summary of the enclosed primary document to appear in the Board's Index is:

Amendment dated November 1, 2002 to Memorandum of Lease Agreement for Rider No. 5 dated as of March 2, 2001 to a Lease Agreement dated as of May 1, 2000, between First Union Rail Corporation as successor to Greenbrier Leasing Corporation, Lessor, and Florida East Coast Railway, LLC, Lessee.

If you have any questions, please do not hesitate to call.

Sincerely,



Janet E. Germer  
Executive Assistant

jeg  
Enclosures

cc: Robert W. Alvord, Esq.

RECORDATION NO.

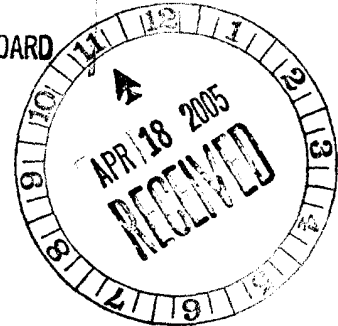
23372-2

FILED

APR 18 '05

3-08 PM

SURFACE TRANSPORTATION BOARD



---

AMENDMENT DATED NOVEMBER 1, 2002

TO

MEMORANDUM OF LEASE

BETWEEN

FIRST UNION RAIL CORPORATION AS SUCCESSOR TO  
GREENBRIER LEASING CORPORATION ("LESSOR")

AND

FLORIDA EAST COAST RAILWAY, L.L.C.  
("LESSEE")

MAY 1, 2000

RIDER NO. 5

MARCH 2, 2001

---

Amendment dated as of November 1, 2002 to the MEMORANDUM OF LEASE made and entered into as of May 1, 2000 by and between First Union Rail Corporation as successor to Greenbrier Leasing Corporation ("Lessor") and Florida East Coast Railway, L.L.C. ("Lessee") (the "Lease Memorandum").

WHEREAS, Lessor and Lessee executed the Lease Memorandum describing the lease of eighty-five (85) 3-unit, drawbar-converted double-stack railcars bearing marks and numbers FEC 60000 through FEC 60084, inclusive; and

WHEREAS, Lessor and Lessee wish to amend the Lease Memorandum to conform to an amendment to the underlying lease whereby the 85 3-unit, double-stack railcars were converted to two hundred fifty-five (255) single-unit, double-stack railcars;

NOW THEREFORE, Lessor and Lessee hereby amend the Lease Memorandum as follows:

1. Delete Paragraph 1 in its entirety and add a new Paragraph 1 as follows:
  1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor 255 single-unit, double-stack railcars bearing marks and numbers as follows:

FEC 71185 through FEC 71439, inclusive.
2. All other terms and conditions of the Lease Memorandum not specifically amended hereby shall remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date first above written.

LESSOR:

LESSEE:

FIRST UNION RAIL CORPORATION  
AS SUCCESSOR TO GREENBRIER  
LEASING CORPORATION

FLORIDA EAST COAST RAILWAY, L.L.C.

BY: Richard F. Seymour

BY: W.G. Griffiths

NAME: RICHARD F. SEYMOUR  
Vice President Sales & Marketing

NAME: W.G. Griffiths

TITLE: \_\_\_\_\_

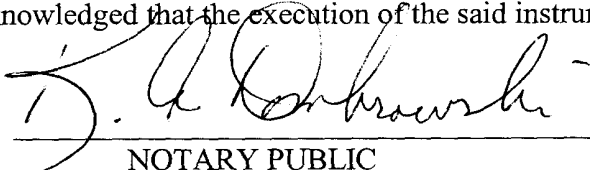
TITLE: VP - CMO

DATE: 3/24/05

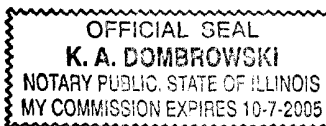
DATE: March 14, 2005

STATE OF ILLINOIS )  
 ) ss.  
COUNTY OF COOK )

On this 28<sup>th</sup> day of March, 2005, before me personally appeared RICHARD F. Seymour, to me personally known, who being by me duly sworn, says that s/he is the VP-SALES & MARKETING of First Union Rail Corporation as successor to Greenbrier Leasing Corporation that the foregoing instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of the said instrument was her/his free act and deed.

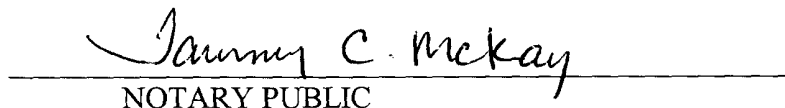
  
\_\_\_\_\_  
NOTARY PUBLIC

My commission expires: 10-7-2005



STATE OF Florida )  
 ) ss.  
COUNTY OF St. Johns )

On this 14<sup>th</sup> day of March, 2005, before me personally appeared W. G. Griffiths, to me personally known, who being by me duly sworn, says that s/he is the VP & CMO of Florida East Coast Railway, L.L.C. that the foregoing instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of the said instrument was her or his free act and deed.

  
\_\_\_\_\_  
NOTARY PUBLIC

My commission expires: 11-11-2006

TAMMY C. MCKAY  
Notary Public, State Of Florida  
My commission expires Nov. 11, 2006  
Commission No. DD 162920